

1 QUINN EMANUEL URQUHART & SULLIVAN, LLP
2 Ognjen Zivojnovic (Bar No. 307801)
3 ogizivojnovic@quinnemanuel.com
4 50 California Street, 22nd Floor
5 San Francisco, California 94111-4788
6 Telephone: (415) 875-6600
7 Facsimile: (415) 875-6700
5 Michael D. Bonanno (*pro hac vice*)
mikebonanno@quinnemanuel.com
6 1300 I Street NW, Suite 900
Washington, D.C. 20005
7 Telephone: (202) 538-8000
Facsimile: (202) 538-8100

Attorneys for NVIDIA Corporation

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

FEDERAL TRADE COMMISSION,

CASE NO. 3:23-cv-2880

Plaintiff.

VS

MICROSOFT CORP.,

[PROPOSED] ORDER TO NVIDIA CORPORATION'S STATEMENT IN SUPPORT OF SEALING REGARDING ADMINISTRATIVE MOTIONS TO CONSIDER WHETHER ANOTHER PARTY'S MATERIAL SHOULD BE SEALED (ECF 308 & 312)

and
SERIALIZED (FOR USE IN SII),

and

ACTIVISION BLIZZARD, INC.

Defendants.

21

22

25

27

28

[PROPOSED] ORDER TO NVIDIA CORPORATION'S STATEMENT IN SUPPORT OF SEALING REGARDING
ADMINISTRATIVE MOTIONS TO CONSIDER WHETHER ANOTHER PARTY'S MATERIAL SHOULD BE
SEALED (ECF 308 & 312)

[Proposed] Order

2 The Court, having fully considered the papers and arguments presented, hereby GRANTS
3 Plaintiff's Administrative Motion to Consider Whether Another Party's Material Should Be Sealed
4 (ECF 308) and Defendants' Administrative Motion to Consider Whether Another Party's Material
5 Should Be Sealed (ECF 312) with respect to the following materials, which will remain sealed as
6 follows:

Document	Portions to Remain Sealed	Basis for Sealing
FTC's proposed findings (ECF 309)	Page 5, ¶ xxix, Lines 3 – 7	This portion directly references nonpublic terms of PX1781, a confidential business agreement, and sealed parts of PX3381, the video deposition of an NVIDIA executive, which describe NVIDIA's confidential internal analyses regarding that agreement. Declaration of Azadeh Morrison ("Decl.") ¶¶ 4, 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's contracts and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
FTC's proposed findings (ECF 309)	Page 40, ¶ 173, Lines 2 – 5	This portion directly references sealed parts of PX3381, the video deposition of an NVIDIA executive that describes information regarding GeForce Now's financial status and future strategy. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's finances and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
FTC's proposed findings (ECF 309)	Page 56, ¶ 264, Lines 19 – 21	This portion directly references sealed parts of PX8000, the declaration of an NVIDIA executive, which describe NVIDIA's internal competitive analyses. Decl. ¶ 9. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business decision-making and strategy, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
FTC's proposed findings (ECF 309)	Page 75, ¶ 368, Lines 19 – 22	This portion directly references sealed parts of PX3069, an internal NVIDIA presentation entitled "GFN Review January 8, 2021," which describe NVIDIA's subscription pricing information and internal competitive analyses. Decl. ¶ 5. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business decision-making and strategy, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
FTC's proposed findings (ECF 309)	Page 111, ¶ 542, Lines 25 – 28	This portion directly references sealed parts of PX7062, the transcript of the deposition of an NVIDIA executive, which describe sensitive information regarding NVIDIA's relationships with game developers. Decl. ¶ 8. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.

1	FTC's proposed findings (ECF 309)	Page 134, ¶ 642, Lines 15 – 19	This portion directly quotes from sealed parts of PX8000, the declaration of an NVIDIA executive, and directly references sealed portions of PX3381, the video deposition of the same executive, both of which describe sensitive information regarding NVIDIA's negotiations and relationship with a game publisher. Decl. ¶¶ 7, 9. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
6	FTC's proposed findings (ECF 309)	Page 134, ¶ 643, Lines 21 – Portion of Line 25	This portion directly references sealed parts of PX8000, the declaration of an NVIDIA executive, and sealed portions of PX3381, the video deposition of the same executive, both of which describe sensitive information regarding NVIDIA's negotiations and relationship with a game publisher. Decl. ¶¶ 7, 9. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
11	FTC's proposed findings (ECF 309)	Page 134-135, ¶ 643, Lines 27 (Page 134) – 1 (Page 135)	This portion directly references sealed parts of PX3381, the video deposition of an NVIDIA executive, which describe sensitive information regarding NVIDIA's negotiations and relationship with a game publisher. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
15	FTC's proposed findings (ECF 309)	Page 135, ¶ 644, Lines 3 – 5	This portion directly references sealed parts of PX3381, the video deposition of an NVIDIA executive, which describe sensitive information regarding NVIDIA's negotiations and relationship with a game publisher. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
19	FTC's proposed findings (ECF 309)	Page 137, ¶ 657, Lines 26 – 27	This portion directly references sealed parts of PX7060, the transcript of the deposition of an NVIDIA executive, which describe sensitive information regarding NVIDIA's data centers. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's technological capabilities, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
23	FTC's proposed findings (ECF 309)	Page 142, ¶ 677, Lines 1 – 2	This portion directly references sealed parts of PX8000, the declaration of an NVIDIA executive, which describe sensitive information regarding NVIDIA's negotiations and relationship with a game publisher. Decl. ¶ 9. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.

1	FTC's proposed findings (ECF 309)	Page 142, ¶ 678, Lines 4 – 7	This portion directly quotes from sealed parts of PX8000, the declaration of an NVIDIA executive, which describe sensitive information regarding NVIDIA's negotiations with a game publisher and internal analyses regarding future projections. Decl. ¶ 9. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
2	FTC's proposed findings (ECF 309)	Page 145, ¶ 695, Lines 4 – 5	This portion directly references sealed parts of PX7060, the transcript of the deposition of an NVIDIA executive, which describe sensitive information regarding NVIDIA's data centers. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's technological capabilities, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
3	FTC's proposed findings (ECF 309)	Page 154, ¶ 747, Lines 3 – 4	This portion directly references and quotes from sealed parts of PX3381, the video deposition of an NVIDIA executive, which describe terms of a confidential agreement and NVIDIA's internal analyses regarding that agreement. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's contracts and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
4	FTC's proposed findings (ECF 309)	Page 157, ¶ 771, Lines 11 – 12	This portion directly references and quotes from sealed parts of PX7060, the transcript of the deposition of an NVIDIA executive, which describe confidential contract negotiations with a business partner. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's contracts and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
5	FTC's proposed findings (ECF 309)	Page 161, ¶ 799, Lines 16 – 25	This portion directly references sealed parts of PX8000, the transcript of the deposition of an NVIDIA executive, and sealed parts of PX3104, a confidential NVIDIA presentation disclosed to the Competition and Markets Authority pursuant to a compulsory process, both of which describe confidential negotiations with a game publisher and NVIDIA's internal analyses regarding those negotiations. Decl. ¶¶ 6, 9. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's business relationships and decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.
6	Defendants' Proposed findings (ECF 310)	Page 24, ¶ 79, Portion of Line 4	This portion directly quotes from sealed parts of PX7060, the transcript of the deposition of an NVIDIA executive, which describe sensitive financial information regarding GeForce Now. Decl. ¶ 7. NVIDIA does not share this information publicly, and disclosure of this information would reveal to NVIDIA's competitors information about NVIDIA's finances and business decision-making, thereby competitively disadvantaging NVIDIA. <i>Id.</i> ¶¶ 10-11.

27 **IT IS SO ORDERED.**

1 DATED: _____

2 HON. JACQUELINE SCOTT CORLEY
3 UNITED STATES DISTRICT JUDGE

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28